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Trustee*

**UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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**In re**

**MPM Silicones, LLC, et al.,<sup>1</sup>  
Debtors.**

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) **Chapter 11**  
) **Case No. 14-22503 (RDD)**  
) **Jointly Administered**  
)  
)

**DECLARATION OF PHILIP D. ANKER IN SUPPORT OF JOINT  
MOTION IN LIMINE OF BOKF, N.A., AS INDENTURE TRUSTEE, AND  
WILMINGTON TRUST, N.A., AS INDENTURE TRUSTEE, TO  
EXCLUDE THE EXPERT TESTIMONY OF DAVID C. SMITH, PH.D.**

I, Philip D. Anker, hereby declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury  
as follows:

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<sup>1</sup> The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) Juniper Bond Holdings I LLC (9631); (ii) Juniper Bond Holdings II LLC (9692); (iii) Juniper Bond Holdings III LLC (9765); (iv) Juniper Bond Holdings IV LLC (9836); (v) Momentive Performance Materials China SPV Inc. (8469); (vi) Momentive Performance Materials Holdings Inc. (8246); (vii) Momentive Performance Materials Inc. (8297); (viii) Momentive Performance Materials Quartz, Inc. (9929); (ix) Momentive Performance Materials South America Inc. (4895); (x) Momentive Performance Materials USA Inc. (8388); (xi) Momentive Performance Materials Worldwide Inc. (8357); and (xii) MPM Silicones, LLC (5481). The Debtors' executive headquarters are located at 260 Hudson River Road, Waterford, NY 12188.

1. I am a partner in the law firm of Wilmer Cutler Pickering Hale and Dorr LLP (“WilmerHale”) and am admitted to practice before this Court. WilmerHale is counsel for BOKF, NA in its capacity as First Lien Trustee in these Chapter 11 Cases.

2. I submit this Declaration in support of the *Joint Motion in Limine of BOKF, N.A., as Indenture Trustee, and Wilmington Trust, N.A., as Indenture Trustee, to Exclude the Expert Testimony of David C. Smith, Ph.D.*

3. Attached hereto as Exhibit A is a true and correct copy of the Rebuttal Expert Report of David C. Smith, Ph.D.

4. Attached hereto as Exhibit B is a true and correct copy of excerpts of the transcript of the Deposition of David Smith taken on July 20, 2018.

5. Attached hereto as Exhibit C is a true and correct copy of the Expert Report of David C. Smith, Ph.D.

6. Attached hereto as Exhibit D is a true and correct copy of the Expert Report of Professor Bradford Cornell.

7. Attached hereto as Exhibit E is a true and correct copy of the Civil Minutes filed in *S.E.C. v. Heart Tronics, Inc.*, No. 8:11-cv-01962-JVS-KES (C.D. Cal. Feb. 23, 2015), ECF No. 261.

8. Attached hereto as Exhibit F is a true and correct copy of the Expert Report of Christopher J. Kearns.

9. Attached hereto as Exhibit G is a true and correct copy of the Expert Report of William Q. Derrough.

10. Attached hereto as Exhibit H is a true and correct copy of excerpts of the transcript of the Deposition of Zul Jamal taken May 22, 2018.

11. Attached hereto as Exhibit I is a true and correct copy of excerpts of Momentive Performance Materials Inc. Indenture for First-Priority Senior Secured Notes due 2021, dated October 24, 2014.

12. Attached hereto as Exhibit J is a true and correct copy of excerpts of Momentive Performance Materials, Inc. Form 10-K for fiscal year ended December 31, 2014.

13. Attached hereto as Exhibit K is a true and correct copy of the Senior Second Lien Secured Bridge Facility Commitment Letter (Bates Stamped MPMR\_AGSHF\_0004443).

14. Attached hereto as Exhibit L is a true and correct copy of excerpts of the transcript of the Deposition of William Quesada Derrough taken May 24, 2018.

15. Attached hereto as Exhibit M is a true and correct copy of excerpts of the transcript of the Deposition of Zul Jamal taken July 22, 2014.

16. Attached hereto as Exhibit N is a true and correct copy of excerpts of the transcript of the Deposition of William H. Carter taken July 24, 2014.

17. Attached hereto as Exhibit O is a true and correct copy of excerpts of Momentive Performance Materials, Inc. Indenture for 8.875% First-Priority Senior Secured Notes due 2020, dated October 25, 2012.

18. Attached hereto as Exhibit P is a true and correct copy of the Expert Rebuttal Report of Professor Bradford Cornell.

19. Attached hereto as Exhibit Q is a true and correct copy of the Expert Rebuttal Report of Christopher J. Kearns.

20. Attached hereto as Exhibit R is a true and correct copy of the Rebuttal Expert Report of William Q. Derrough.

Dated: July 31, 2018  
New York, New York

/s/ Philip D. Anker  
Philip D. Anker